



GE Capital
Railcar Services

General Electric Railcar Brae Services Corporation
A unit of General Electric Capital Corporation
160 Spear Street, Suite 1600, San Francisco, CA 94105
415 995-1700
Fx: 415 995-1748

August 15, 1990

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th and Constitution
Room 2215
Washington, D.C. 20423

Dear Mr. Strickland

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303, is one original of the following document:

Amendment No. 2 dated as of February 4, 1990 to the Lease Agreement dated as of April 16, 1987, between General Electric Railcar Leasing Services Corporation (formerly General Electric Railcar Brae Services Corporation) and Herron Rail Services dated as of April 16, 1987.

For purposes of this filing, this Amendment No. 2 to the Lease Agreement shall relate only to those (5) railcars with AAR Mechanical Designation LO, and are marked as follows:

BRAX 2018
2043
2050
2078
2082

It is also requested that Amendment No. 2 be filed and recorded under the names of the parties as:

OWNER:

Ford Motor Credit, Inc.
The American Road Trust No. 1
P.O. Box 1729
Dearborn, MI 48121

REGISTRATION NO 11833-21 FILED 1425

SEP 4 1990 -2 10 PM

INTERSTATE COMMERCE COMMISSION
0-247A034

REGISTRATION NO 11833-T FILED 1425

SEP 4 1990 -2 10 PM

INTERSTATE COMMERCE COMMISSION

SEP 4 2 00 PM '90

MANAGER/
LESSOR:

General Electric Railcar
Leasing Services Corporation
(successor by merger to, General Electric Railcar Brae
Services Corporation) assignee of the interest of
BRAE Transporatation, Inc.)
160 Spear Street
Suite 1600
San Francisco, CA 94105

LESSEE:

Herron Rail Services
2016 North Village
Tampa, Florida 33612

It is requested that this document be filed and recorded under the names of the parties as set forth above, we also request that you file and record this Amendment No. 2 using the previously recorded and assigned recordation number 11833, as this request relates to that certain Trust Agreement, dated as of March 1, 1980, between Ford Motor Credit Company, and BRAECAR, Inc. "Owners", and Manufactures National Bank of Detroit as Trustee of the railcars listed on Equipment Schedule No. 3 to the Amendment Agreement referenced above.

I also enclose a check in the amount of \$ 15.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the filing fee, (3) the enclosed copy of this letter and (4) the original and 2 copies of the Amendment Agreement all stamped with your official recordation information.

Very truly yours,



Clifton Harrison
Systems Contract Administrator

cbh

Enclosures

EQUIPMENT SCHEDULE NO. 3 SEP 4 1990 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

General Electric Railcar Brae Services Corporation, ("Lessor"), assignee of the interest of BRAE Transportation, Inc., hereby leases the following railcars (the "Cars") to Herron Rail Services ("Lessee") pursuant to that certain Lease Agreement dated as of April 16, 1987, as amended (the "Agreement"):

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Mechanical Designation</u>	<u>Car Markings and Car Numbers</u>
5	100-Ton, 3500 Cubic Feet Covered Hoppers	LO	BRAX 2018 2043 2050 2078 2082

Lessor and Lessee hereby agree that this Equipment Schedule No. 3 shall supercede Equipment Schedule No. 2 effective as of February 4, 1990 and such Equipment Schedule No. 2 shall become null and void as of such date.

Lessor and Lessee hereby acknowledge and agree that the Cars shall be restencilled from "BRAX" reporting marks to "BGEX" reporting marks, at Lessor's expense.

Lessor and Lessee hereby incorporate by reference all terms, conditions and provisions of the Agreement in this Equipment Schedule No. 3.

IN WITNESS WHEREOF, the parties have executed this Equipment Schedule No. 3 as of April 16, 1990.

GENERAL ELECTRIC RAILCAR BRAE SERVICES CORPORATION

By [Signature]
 Title President
 Date 5/21/90

HERRON RAIL SERVICES

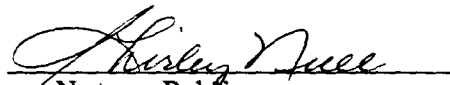
By [Signature]
 Title President
 Date April 16, 1990

STATE OF *FLORIDA*
COUNTY OF *HILLSBOROUGH*

)
) ss.
)

On this 16 day of APRIL, 1990, before me personally JAMES R. HERRON appeared _____, to me personally known, who being by me duly sworn, did depose and say that such person is PRESIDENT of Herron Rail Services and that the foregoing Amendment No. 2 and Equipment Schedule No. 3 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

SHIRLEY NULL STATE OF
NOTARY PUBLIC FLA.
MY COMMISSION EXPIRES
2-27-91

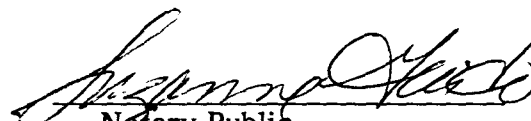

Notary Public

[seal]

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 21 day of May, 1990, before me personally appeared GREGORY B. AMBRASE, to me personally known, who being by me duly sworn says that such person is PRESIDENT of General Electric Railcar Brae Services Corporation, and that the foregoing Amendment No. 2 and Equipment Schedule No. 3 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.




Notary Public

[seal]